

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

hours per response......16.00

OMB A	APPROVAL	
OMB NUMBER:	3235-0076	
Expires:	April 30, 2008	
Estimated average burden		

	SEC USE ONLY	
Prefix		
1		

	06060695
Series C Preferred Stock	0000000
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section 4(6) □ ULC	DE
Type of Filing: ■ New Filing □ Amendment	
A. BASIC IDENTIFICATION DATA	· · · · · · · · · · · · · · · · · · ·
Enter the information requested about the issuer	
Name of Issuer (□ check if this is an amendment and name has changed, and indicate change.)	
BinOptics Corporation	
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephon	ne Number (Including Area Code)
9 Brown Road, Ithaca, NY 14850 607-257-	3200
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)  Telephon	ne Number (Including Area Code)
Brief Description of Business:	DDAAFAAF
engaged in the development of next-generation optical devices based on leading edge semiconductor innovation	, PROCESSET
Type of Business Organization	NOV 0 5 2006
■ corporation ☐ limited partnership, already formed ☐ other (	please specify):
□ business trust □ limited partnership, to be formed	THOMSON
Month Year	FINANCIAL
Actual or Estimated Date of Incorporation or Organization 12 00 ■ Actual □ Estimated	
Jurisdiction of Incorporation or Organization; (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction)  DE	

### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



		A. BASIC IDENT	IFICATION DATA	· · · · · · · · · · · · · · · · · · ·	
2. Enter the information requested for		7			
Each promoter of the issuer, if     Fach beneficial owner having	the issuer has b the power to vot	een organized within the period of the contract the contr	past five years; vote or disposition of, 10	% or more of a c	lass of equity securities of the issuer;
<ul> <li>Each executive officer and dir</li> </ul>	ector of corporat	e issuers and of corporate			
• Each general and managing pa					
Check Box(es) that Apply:  Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
run Name (Last name first, it individual)					
Behfar, Alex A.	- O	01	4.3		
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o BinOptics Corporation, 9 Brown Re	oad, Ithaca, NY	14850		<del></del>	
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Packard, Warren					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o BinOptics Corporation, 9 Brown Re	oad, Ithaca, NY	14850	· · · · · · · · · · · · · · · · ·		
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Hulecki, Gregory					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o BinOptics Corporation, 9 Brown Re	oad, Ithaca, NY	14850			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Proujansky, Philip					
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)	-	· · · · · · · · · · · · · · · · · · ·
c/o BinOptics Corporation, 9 Brown Ro	oad. Ithaca. NY	14850		•	
Check Box(es) that Apply:	□ Promoter	☐Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	•		•		
Brown, Daniel					
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)		
c/o BinOptics Corporation, 9 Brown Re	oad, Ithaca, NY	14850			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Draper Fisher Jurvetson Fund VII, L.F	•			•	
Business or Residence Address		Street, City, State, Zip Co	de)		·
2002 Sand Hill Dood Suite 150 Monlo	Do-b CA 0403	E			
2882 Sand Hill Road, Suite 150, Menlo Check Box(es) that Apply:	Promoter □	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		- Daniello III			a demonstration of Interesting Control
Corres Venture Frend II LLC					
Cayuga Venture Fund II, LLC Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)	<del></del>	
	`		·		
15 Thornwood Drive, Ithaca, NY 1485 Check Box(es) that Apply:	D Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if individual)	ti Fioliotei	O Belleticial Owller	Executive Officer	L Director	☐ General and/or Managing Partner
, , , , , , , , , , , , , , , , , , , ,					
Morrow, Alan Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o BinOptics Corporation, 9 Brown Ro Check Box(es) that Apply:					
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
rame (East name mot, it individual)					
Albe, Edward Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
Business of residence Address	(rumper and	outer, City, State, Alp Co	oue)		
c/o BinOptics Corporation, 9 Brown Ro	ad, Ithaca, NY	14850			

	· <del>-</del> · ·	A. BASIC IDENT	IFICATION DATA			
<ul> <li>Enter the information requested for the following:</li> <li>Each promoter of the issuer, if the issuer has been organized within the past five years;</li> <li>Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;</li> <li>Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and</li> <li>Each general and managing partner of partnership issuers.</li> </ul>						
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Haug, Richard				, , , , , , , , , , , , , , , , , , , ,		
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
c/o BinOptics Corporation, 9 Brown Ro	ad, Ithaca, NY	14850		_		
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
ArrowPath Fund II, L.P.						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
ArrowPath Venture Capital, 3 Lagoon	Drive, Suite 130	0, Redwood Shores, CA	94065			
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)		•				
FA Technology Ventures, L.P.						
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
100 Federal Street, 33rd Fl. Boston, MA	02110					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	<ul><li>Director</li></ul>	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Lee, Steven	_					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)			
c/o BinOptics Corporation, 9 Brown Ro	ad, Ithaca, NY	14850				
Check Box(es) that Apply:	☐ Promoter	□Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Kwong, Norman						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
c/o BinOptics Corporation, 9 Brown Ro	ad, Ithaca, NY	14850				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Forghani, Darius			- <del></del>			
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			
Auf dem Bohnbuechel 20, 51381 Le	verkusen, Ge	rmany				
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
ZAD Global Fund I						
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)			
100 Hamilton Avenue, Suite 170, Palo A	lto, CA 94301					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
		<u> </u>				
Business or Residence Address	(Number and	Street, City, State, Zip C	ode)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name first, if individual)						
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)			

	B. INFORMATION ABOUT OFFERING		
	Yes ,	No	
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	0	•
2.	Answer also in Appendix, Column 2, if filing under ULOE.  What is the minimum investment that will be accepted from any individual?	\$ n/a_	
۷.	What is the minimum investment that will be accepted from any mulvidual?	Yes	No
3.	Does the offering permit joint ownership of a single unit?	-	oʻ
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full	Name (Last name first, if individual)		
	siness or Residence Address (Number and Street, City, State, Zip Code)		
Dusi	iness of Residence Address (Number and Street, City, State, 219 Code)		
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)	All States	
	(Check / in black of the kind in the last)		(ID)
_ [	[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Bus	siness or Residence Address (Number and Street, City, State, Zip Code)		
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
- [ - [	[AL]       [AK]       [AZ]       [AR]       [CA]       [CO]       [CT]       [DE]       [DC]       [FL]       [GA]         [IL]       [IN]       [IA]       [KS]       [KY]       [LA]       [ME]       [MD]       [MA]       [MI]       [MN]         [MT]       [NC]       [NC]       [ND]       [OH]       [OK]         [RI]       [SC]       [SD]       [TN]       [TX]       [UT]       [VT]       [VA]       [WV]       [WV]       [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Duc	siness or Residence Address (Number and Street, City, State, Zip Code)		
Dus	miess of Residence Address (Number and Steet, City, State, Elp Code)		
Nan	ne of Associated Broker or Dealer		•
Stat	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
] _ [	[AL]       [AK]       [AZ]       [AR]       [CA]       [CO]       [CT]       [DE]       [DC]       [FL]       [GA]         [IL]       [IN]       [IN]       [KS]       [KY]       [LA]       [ME]       [MD]       [MA]       [MI]       [MN]         [MT]       [NC]       [NV]       [NH]       [NV]       [NM]       [NV]       [NC]       [ND]       [OH]       [OK]         [RI]       [SC]       [SD]       [TN]       [TX]       [UT]       [VT]       [VA]       [WA]       [WV]       [WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $% \left( \mathbf{r}\right) =\left( \mathbf{r}\right)$

	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\pi\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>5,999,999.84</u>	\$ <u>1,621,621.16</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>5,999,999.84</u>	\$ <u>1,621,621.16</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	12_	\$ <u>1,621,621.16</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	<u> </u>	<del></del>
	,		\$
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505		<b>s</b>
	Regulation A		\$
	Rule 504		\$
	Total	<del></del>	•
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		<u> </u>
	Transfer Agent's Fees	а	<b>s</b>
	Printing and Engraving Costs	a	\$
	Legal Fees	•	\$ <u>70,000</u>
	Accounting Fees		\$
	Engineering Fees	· 👨	<b>s</b>
	Sales Commissions (specify finders' fees separately)	۵	\$
	Other Expenses (identify)		<b>s</b>
	Total	_	\$ 70,000

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

I and total expenses furnished in respon	gregate offering price given in response to Part C- nse to Part C – Question 4.a. This difference is th	e		:	\$ <u>5,929,999.84</u>
for each of the purposes shown. If the and check the box to the left of the esti	ted gross proceeds to the issuer used or proposed to amount for any purpose is not known, furnish an e- mate. The total of the payments listed must equal at forth in response to Part C - Question 4.b above.	stimate the	1		
			Payments to Officers, Directors, & Affiliates		Payments To Others
Salaries and fees		0	<b>\$</b>		<b>\$</b>
Purchase of real estate		0	\$		\$
Purchase, rental or leasing and installa	tion of machinery and equipment		\$		\$
Construction or leasing of plant building	ngs and facilities		\$		\$
Acquisition of other business (including	g the value of securities involved in this offering				
	ssets or securities of another issuer pursuant to a	0	s	0	\$
Repayment of indebtedness		Ġ	\$	<b>D</b>	<b>\$</b>
Working capital			\$	•	\$ <u>5,929,999,84</u>
Other (specify):			\$ <u> </u>		\$
		_			
		-	\$	D	s
		_ 、	<u>s</u>	_	\$ 5,929,999.84
Total Payments Listed (column totals a	ndded)	_	<b>■</b> \$5	,929,999.8	
					<del>-</del>
	D. FEDERAL SIGNAT	URE		•	
The issuer has duly caused this notice to be an undertaking by the issuer to furnish to the non-accredited investor pursuant to paragrap	signed by the undersigned duly authorized person. U.S. Securities and Exchange Commission, upon (b)(2) of Rule 502.	If this notice written reque	e is filed under Rule 505, the est of its staff, the information	following s	signature constitutes by the issuer to any
ssuer (Print or Type)	Signature_ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	2	Date		
BinOptics Corporation	Alex (S)	A	October 12, 2006		,
Name of Signer (Print or Type)	Title of Signer (Print or Type)	v	;		
Alex Behfar	President and Chief Executive Offi	cer	•		
	L				· · · · · · · · · · · · · · · · · · ·
,			•		
	•		i		
			!		
	•				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)